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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

PRINCE FASHIONS, INC.,

Case No. 19-23079 (RDD)

Debtor,

PRINCE FASHIONS, INC.

Adv. Proc. No. 19-08714 (RDD)

Plaintiff

v.

60G 542 BROADWAY OWNER, LLC, and
542 HOLDING CORP.,

Defendants.

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**DECLARATION OF EMIL A. SAMMAN IN SUPPORT OF 542 HOLDING CORP.'S
REQUEST TO JOIN CO-DEFENDANT 60G 542 BROADWAY OWNER, LLC'S
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT PURSUANT TO FED.
R. CIV. P. 12(B)(1) AND 12(B)(6)**

I, EMIL A. SAMMAN, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner of Romer Debbas LLP, counsel for Defendant 542 Holding Corp. ("542"). I submit this declaration in support of 542's request to join co-defendant 60G's ("60G") Motion to Dismiss Plaintiff's Amended Complaint pursuant to Fed. R. Civ. P. 12(b)(6).

2. 542 is submitting an affidavit from longtime board member Renee Monroe in support of its application to join 60G's Motion to Dismiss but will otherwise rely on the moving papers of 60G for substantial legal and factual support.

3. 60G had the contractual relationship (landlord/tenant) with Plaintiff Prince Fashions, Inc. ("Prince") after a transfer of the Premises from 542 to 60G. 542 had no privity with Prince.

4. Accordingly, if 60G's Motion to Dismiss is granted, Prince's Amended Complaint should also be dismissed against 542 for the same facts and arguments set forth in 60G's memorandum of law.

5. A true and accurate copy of Prince's Amended Complaint in the adversary proceeding is annexed hereto as Exhibit "A".

6. A true and accurate copy of the Complaint in the adversary proceeding is annexed hereto as Exhibit "B".

7. A true and accurate copy of supporting documents to the Gobel affidavit are annexed hereto as Exhibit "C".

8. A true and accurate copy of 542's Answer to the Complaint is annexed hereto as Exhibit "D".

9. A true and accurate copy of 542's Amended Answer to the Amended Complaint is annexed hereto as Exhibit "E".¹

¹ 542, if need be, will withdraw its Amended Answer to pursue the dismissal of the Amended Complaint.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Dated: February 26, 2021
New York, New York

/s/ Emil A. Samman
Emil A. Samman (8784)